

MAY 15 '09 -9 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SURFACE TRANSPORTATION BOARD

SUITE 301
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

May 15, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, Release of Liens and Bill of Sale (UPRR 1996-A), dated as of March 31, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 20198.

The names and addresses of the parties to the enclosed document are:

Lessee:	Union Pacific Railroad Company 1400 Douglas Street, Stop 1580 Omaha, NE 68179
Lessor:	DIA Earth Ltd. c/o Diamond Lease Company Limited 3-1, Marunouch 3-chome Chiyoda-ku Tokyo 100-8462 Japan
Security Trustee:	The Bank of New York Mellon Trust Company, N.A. (successor to Harris Trust and Savings Bank) One Wall Street New York, NY 10286

Anne K. Quinlan, Esquire
May 15, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

28 locomotives RELEASED: UP 6827 - UP 6837 and UP 8026 - UP 8042.

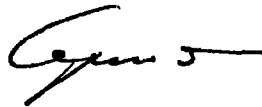
A short summary of the document to appear in the index is:

Lease Termination, Release of Liens and Bill of Sale (UPRR 1996-A).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 20198 - I FILED

MAY 15 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

EXECUTION VERSION

(UPRR 1996-A)

LEASE TERMINATION,
RELEASE OF LIENS
AND
BILL OF SALE

Dated as of March 31, 2009

Among

UNION PACIFIC RAILROAD COMPANY,

as Lessee

DIA EARTH LTD.,

as Lessor

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
(Successor to HARRIS TRUST AND SAVINGS BANK),

as Security Trustee

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO.

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of March 31, 2009 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), DIA EARTH LTD., a corporation formed under the laws of Japan, (the "Lessor" or the "Borrower") and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK), a national banking association (the "Security Trustee").

WITNESSETH

WHEREAS, (i) the Lessor and the Lessee have heretofore entered into a Lease Agreement and supplements thereto (the "Lease") and a Lessor Security Agreement (the "Lessor Security Agreement"), both dated as of July 19, 1996; (ii) the Borrower and the Security Trustee have heretofore entered into a Mortgage and Security Agreement and supplements thereto (the "Mortgage and Security Agreement") and Lease Assignment (the "Assignment"), both dated as of July 19, 1996 (Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease.);

WHEREAS, the Lease provides for the transfer of all of the Lessor's right, title and interest in and to the Locomotives listed on Exhibit A attached hereto and incorporated herein by this reference (the "Equipment") and for the termination of the Lease should Lessee exercise its purchase option in accordance with Section 19 of the Lease; and

WHEREAS, the Lessee provided notice to the Lessor dated January 8, 2009, as amended, that it has elected to exercise its purchase option and has paid the Purchase Price in full in accordance with Section 19 of the Lease;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor does hereby acknowledge the Lessee's payment of the Purchase Price; and (a) any and all Liens under the Lessor Security Agreement are hereby released and canceled; and (b) the Lease is hereby terminated and canceled with respect to the Equipment, and the Lessor does hereby grant, bargain, sell, transfer and convey unto the Lessee without recourse or warranty except as provided in this paragraph all of its right, title and interest in and to the Equipment, including any and all rights in the Assignment, "as is, where is," free and clear of all right, title and interest of the Lessor and the Lessor's Liens, to have and to hold all and singular the Equipment unto the Lessee, its successors and assigns forever; provided that the Lessee agrees that nothing contained herein shall prejudice those rights of the Lessor which are intended under the Lease to survive the termination thereof.

2. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

3. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, as the case may be, with respect to the Equipment described on Exhibit A attached hereto.

4. This Agreement shall be governed by and construed in accordance with the laws of New York.

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: 
Name: Gary W. Grosz
Title: Assistant Treasurer

DIA EARTH LTD.,
as Lessor

By: _____
Name: _____
Title: _____

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

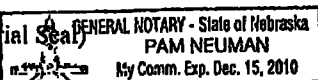
By: _____
Name: _____
Title: _____

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

State of Nebraska)
)
County of Douglas)

ss

On this 31st day of March, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal) 

Pam Neuman
Notary Public

My Commission Expires: 12-15-2010

State of _____)
)
County of _____)

ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of DIA EARTH LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of _____)
)
County of _____)

ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Security Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

DIA EARTH LTD.,
as Lessor

By: _____
Name: _____
Title: _____

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

By:  _____
Name: L. Garcia
Title: Vice President

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

State of Nebraska)
)
County of Douglas) ss

On this ____ day of March, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of _____)
)
County of _____) ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of DIA EARTH LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

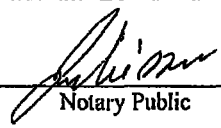
Notary Public

My Commission Expires:

State of Illinois)
)
County of Cook) ss

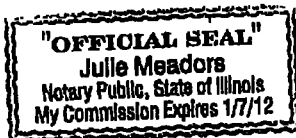
On this 25 day of March, 2009, before me, a notary public, personally appeared L. Garcia, to me personally known, who being by me duly sworn says that (s)he is the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Security Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Notary Public

My Commission Expires: 1-7-12



Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

DIA EARTH LTD.,
as Lessor

By: 
Name: TOMOKO SEKIYA
Title: ATTORNEY-IN-FACT

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

By: _____
Name:
Title:

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

State of Nebraska)
)
County of Douglas) ss

On this ____ day of March, 2009, before me, a notary public, personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of _____)
)
County of _____) ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of DIA EARTH LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

State of _____)
)
County of _____) ss

On this ____ day of _____, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Security Trustee and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

**Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific**

Exhibit A

SCHEDULE OF EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
General Electric AC 4400 CW Diesel Electric Locomotives	11	UP 6827 - UP 6837, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	17	UP 8026 - UP 8042, inclusive

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

Exhibit B
Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Memorandum of Lease Agreement (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of July 30, 1996	July 29, 1996	20198
Memorandum of Mortgage and Security Agreement (UPRR 1996-A) between Dia Earth Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of July 30, 1996	July 29, 1996	20198-A
Memorandum of Lease Supplement No. 1 (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of July 30, 1996	July 29, 1996	20198-B
Memorandum of Mortgage Supplement No. 1 (UPRR 1996-A) between Dia Earth Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of July 30, 1996	July 29, 1996	20198-C
Memorandum of Lease Assignment (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of July 30, 1996	July 29, 1996	20198-D
Memorandum of Yen Assignment Agreement (UPRR 1996-A) between Dia Earth Ltd., as Assignor, and the Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of July 30, 1996	July 29, 1996	20198-E
Memorandum of Lessor Security Agreement (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of July 30, 1996	July 29, 1996	20198-F
Memorandum of Dollar Account Pledge Agreement (UPRR 1996-A) between Dia Earth Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of July 30, 1996	July 30, 1996	20198-G

Lease Termination, Release of Liens and Bill of Sale
Dia Earth/Union Pacific

Exhibit B
Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Memorandum of Lease Agreement (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of July 30, 1996	July 29, 1996	4422
Memorandum of Mortgage and Security Agreement (UPRR 1996-A) between Dia Earth Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of July 30, 1996	July 29, 1996	4424
Memorandum of Lease Supplement No. 1 (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of July 30, 1996	July 29, 1996	4423
Memorandum of Mortgage Supplement No. 1 (UPRR 1996-A) between Dia Earth Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of July 30, 1996	July 29, 1996	4425
Memorandum of Lease Assignment (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of July 30, 1996	July 29, 1996	4428
Memorandum of Yen Assignment Agreement (UPRR 1996-A) between Dia Earth Ltd., as Assignor, and the Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of July 30, 1996	July 29, 1996	4427
Memorandum of Lessor Security Agreement (UPRR 1996-A) between Dia Earth Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of July 30, 1996	July 29, 1996	4426
Memorandum of Dollar Account Pledge Agreement (UPRR 1996-A) between Dia Earth Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of July 30, 1996	July 30, 1996	4421

KYOBASHI NOTARY OFFICE

1-10KYOBASHI 1-CHOME, CHIUO-KU, PHONE: 81-03-3271-4677
TOKYO 104-0031, JAPAN FAX: 81-03-3271-3606

Registered No. 224

NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that Ms. Tomoko SEKIYA, Attorney at Law of White & Case LLP, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE") for and on behalf of DIA EARTH LTD., being legally established and existing under the laws of Japan and having its registered office at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, Japan has executed in my very presence the foregoing instrument.

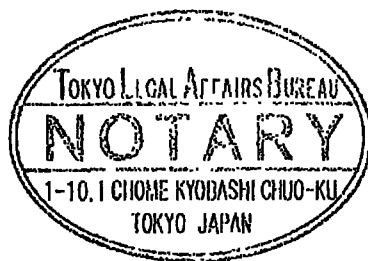
Dated this 31 th day of March 2009.



Shigeo IKEDA NOTARY

TOKYO LEGAL AFFAIRS BUREAU

My commission expires: January 22, 2013



平成21年登録第 224 号

認 証

嘱託人・ダイヤアース有限会社 (DIA EARTH LTD. 本店：日本国東京都千代田区丸の内1丁目5番1号) の権限ある代理人 外国法事務弁護士 関屋 智子 (Ms. Tomoko SEKIYA ホワイト&ケース外国法事務弁護士事務所アソシエイト) は、本公証人の面前において、添付書面「リース解除、リーエン解約及び譲渡証 (LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE)」に署名した。

よって、これを認証する。

平成21年 3 月 31 日、本公証人役場において

東京都中央区京橋一丁目1番10号
東京法務局所属

公 証 人
Notary

池田 英行

Shigeo IKEDA

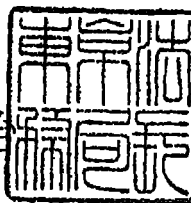
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、真実のものであることを証明する。

平成21年 3 月 31 日

東京法務局長

五十嵐義治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by Shigeo IKEDA
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of Shigeo IKEDA, Notary

Certified

5. at Tokyo
6. MAR. 31. 2009
7. by the Ministry of Foreign Affairs
8. 09- NO 011934
9. Seal/stamp:
10. Signature



K. Oyabe

Kazutoyo OYABE

For the Minister for Foreign Affairs

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/15/09



Robert W. Alvord